

Board of Governors of the Federal Reserve System

2014 MAR 27 A 10:34



Annual Report of Holding Companies — FR Y-6

U.S. DEPARTMENT OF TREASURY

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **Charlotte Martin**

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Reporter's Name, Street, and Mailing Address

Bankers Bancshares Inc.

Legal Title of Holding Company

300 W. Wilson Bridge Rd Suite 220

(Mailing Address of the Holding Company) Street / P.O. Box

Worthington

City

OH

State

43085

Zip Code

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Tom Rubadue

Name

Controller

Title

614-962-6509

Area Code / Phone Number / Extension

614-396-0177

Area Code / FAX Number

tomr@greatlakesbb.com

E-mail Address

www.greatlakesbb.com

Address (URL) for the Holding Company's web page

Charlotte Martin
Signature of Holding Company Director and Official

03/26/2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **3113349**
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

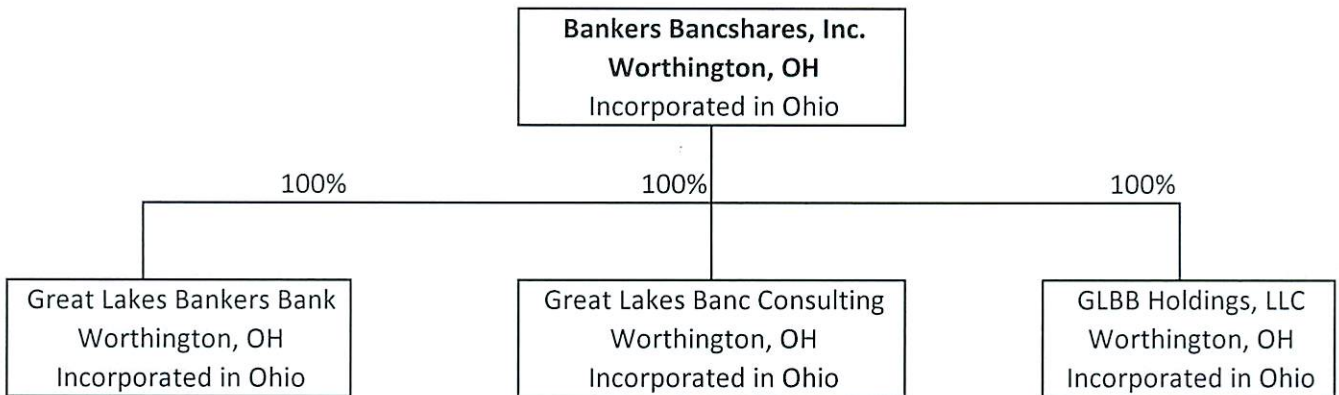
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FORM FR Y-6
Bankers Bancshares, Inc
Worthington, OH
Fiscal Year Ending December 31, 2013

1. a) The Bank Holding Company is not required to prepare Form 10K with the SEC.
- b) The Bank Holding Company does prepare an annual report for shareholders. Enclosed are 3 copies of the audited financial statements. Annual Report copies will be mailed under separate cover.

2. a) Organizational Chart:



2. b) Domestic branch listing:
See Branch Verification

FEDERAL RESERVE BANK
OF CLEVELAND
2014 MAR 26 A 10:44
STATISTICS & ANALYSIS
DEPARTMENT

**Results: A list of branches for your depository institution: GREAT LAKES BANKERS BANK (ID_RSSD: 155517).
 This depository institution is held by BANKERS BANCSHARES, INC. (3113349) of WORTHINGTON, OH.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.**

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

- OK: If the branch information is correct, enter 'OK' in the Data Action column.
- Change: If the branch information is incorrect, enter 'Change' in the Data Action column and the date when the information first became valid in the Effective Date column.
- Close: If the branch is closing, enter 'Close' in the Data Action column and the sales closure date in the Effective Date column.
- Delete: If the branch was never owned by this depository institution, enter 'Delete' in the Data Action column.
- Add: If a reportable branch is being added, enter the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	155517	GREAT LAKES BANKERS BANK	300 W WILSON BRIDGE RD STE 220	WORTHINGTON	OH	43085	FRANKLIN	UNITED STATES	17020	0	GREAT LAKES BANKERS BANK	155517	

Bankers Bancshares, Inc
Worthington, OH
FORM FR Y-6

December 31, 2011

REPORT ITEM 3: SHAREHOLDERS

(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12			Shareholders not listed in (3.1.c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12.		
(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name and Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None			None		

Bankers Bancshares, Inc
Worthington, OH
FORM FR Y-6

December 31, 2013

REPORT ITEM 4: INSIDERS
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name and Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Dean J. Miller Bellevue, OH [REDACTED]	Banking First National Bank of Bellevue	Director		President/CEO First National Bank of Bellevue	0.04%	N/A	None
Charlotte Martin Columbus, OH [REDACTED]		Director, Pres	President/CEO, GLBB Treasurer, GLBC		0.04%	N/A	Images of the Past 50%
Ron Eschbach Antwerp, OH [REDACTED]	Banking Antwerp Exchange Bank	Director		President/CEO Antwerp Exchange Bank	0.04%	N/A	None
Rodney Steiger Wooster, OH [REDACTED]	Banking Wayne Savings Bank	Director		Chairman/CEO Wayne Savings Bank	0.00%	N/A	None
Thomas W. Tenwalde Columbus, OH [REDACTED]		Chairman	Chair, GLBB & CEO, GLBC		0.04%	N/A	None
Peter Kubacki Mason, MI [REDACTED]	Banking Dart Bank	Director		President/CEO Dart Bank	0.04%	N/A	None
Howard T. Boyle II Kent, OH [REDACTED]	Banking Hometown Bank	Director		President/CEO Hometown Bank	0.04%	N/A	None
Eugene Lovell St. Clair Shores, MI [REDACTED]	Banking First State Bank of East Detroit	Director		President/CEO FSB of E. Detroit	0.04%	N/A	None